UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

COHED	12D
SCHED	131)

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Vivint Smart Home, Inc.

(Name of Issuer)

Class A Common Stock (Title of Class of Securities)

928542109 (CUSIP Number)

Igor Fert, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 11, 2020 (Date of Event Which Requires Filing of this Statement)

f the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of $\$\$240.13d-1(e)$, $240.13d-1(f)$ or $240.13d-1(g)$, check the following box. \Box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF F	REPOI	RTING PERSONS			
	313 Acquisition LLC					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	POR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
_						
l N	UMBER OF		97,732,396			
рг	SHARES	8	SHARED VOTING POWER			
	ENEFICIALLY OWNED BY					
'	EACH -		0			
F	REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON					
	WITH		97,732,396			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	07.732.334					
12	97,732,396	TID 4.1	CODE OF THE THOUGHT BY DOWN (11) EVOLVIDED OF DATA BY SALED FOR A CODE BY CODE			
12	CHECK IF TI	HE A(GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12						
13	PERCENT OF	r CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	54.00/					
1.4	54.9%	DODE	THE DEDGON (SEE DISTRICTIONS)			
14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)			
	00					
	OO					

1	NAMES OF F	REPOI	RTING PERSONS			
	BCP Voyager Holdings LP					
2			COPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR 1	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	NUMBER OF		9,995,784			
	SHARES	8	SHARED VOTING POWER			
BENEFICIALLY		Ü	SIMINED FORMOTOWER			
OWNED BY			0			
EACH		9	SOLE DISPOSITIVE POWER			
F	REPORTING		SOLE DISTOSITIVE TO WER			
	PERSON		9,995,784			
	WITH	10	SHARED DISPOSITIVE POWER			
		10	SILINED DISTOSITIVE TO WER			
			0			
11	AGGREGAT	FΔM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	MOGREGATI	L / 11VI	OUNT BENEFICIALLY OWNED BY EACH REPORTING LEAGON			
	9,995,784					
12		HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	CHECK II II	IIL A	Social Temporal In Row (11) Exceptes CERTAIN SHARES (SEE INSTRUCTIONS)			
13						
13	1 EKCENT UI	CLA	SO KLI KLOLIVILD DI AMOUNI IN KOW (II)			
	5.6%					
1.4		рорт	ING PERSON (SEE INSTRUCTIONS)			
14	I I PE OF KE	FUKI	ING FERSON (SEE INSTRUCTIONS)			
	PN					
	ΓIN					

1	NAMES OF F	EPORTI	NG PERSONS			
	Blackstone Family Investment Partnership VI L.P.					
2			RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
		\boxtimes				
3	SEC USE ON	LY				
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)			
		·				
	OO					
5	CHECK IF D	SCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	OR PLA	ACE OF ORGANIZATION			
	Delaware					
		7 S	OLE VOTING POWER			
N	NUMBER OF	4	,216			
	SHARES		SHARED VOTING POWER			
BENEFICIALLY			THREE TOTAL OF THE			
OWNED BY		0				
EACH		-	OLE DISPOSITIVE POWER			
F	REPORTING		OLE DISTOSTITUE TO WER			
	PERSON	4	,216			
	WITH		HARED DISPOSITIVE POWER			
		10 5	IIIIKED DISI OSITIVE I OWEK			
		0				
11	AGGREGAT		NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	MOGREGATI	ZZINIOUI	OF BENEFICIALET OWNED BY EACH REFORTING LEAGON			
	4,216					
12		IE AGGR	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	CHECK II II	12 /100N	ALGERIA MINOCITE IN NOW (11) ENCEODED CENTRIN SHARES (SEE INSTRUCTIONS)			
13						
13	1 EKCENT UI	CLASS.	REFERENCE DI AMOUNI IN ROW (11)			
	Less than 0.1%	/				
1.4			G PERSON (SEE INSTRUCTIONS)			
14	TIPE OF RE	OKTING	J FERSON (SEE INSTRUCTIONS)			
	PN					
	rin					

1	NAMES OF F	REPOI	RTING PERSONS			
	BCP VI Side-by-Side GP L.L.C.					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	NUMBER OF		4,216			
SHARES		8	SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY			0			
EACH REPORTING		9	SOLE DISPOSITIVE POWER			
r	PERSON					
	WITH		4,216			
	********	10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	4,216					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT OI	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 0.1%	½				
14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)			
	OO					

1	NAMES OF REPORTING PERSONS				
	Blackstone Capital Partners VI L.P.				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) \square (b)) 🛮			
3	SEC USE ON	LY			
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)		
	00				
5		ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		
		D O D	NA A OFF OFF OFF OAT A THOU		
6	CITIZENSHI	P OR .	PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
N	NUMBER OF		97,732,396		
	SHARES	8	SHARED VOTING POWER		
	ENEFICIALLY OWNED BY				
'	EACH				
I	REPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON WITH		97,732,396		
	WIIII	10	SHARED DISPOSITIVE POWER		
			0		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	97,732,396				
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	54.9%				
14		PORT	ING PERSON (SEE INSTRUCTIONS)		
	PN				

1	NAMES OF I	REPOI	RTING PERSONS			
	Blackstone Management Associates VI L.L.C.					
2	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) (b)) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	NUMBER OF		107,728,180			
SHARES		8	SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY EACH			0			
г	EACH REPORTING	9	SOLE DISPOSITIVE POWER			
r	PERSON					
	WITH		107,728,180			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,728,180					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	60.6%					
14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)			
	00					

1	NAMES OF I	REPOI	RTING PERSONS			
	BMA VI L.L.C.					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) \square (b)) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	00					
5		ISCI (OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
3	CHECK IF D	ISCL	DSUKE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TIEMS 2(D) OR 2(E)			
6		P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	NUMBER OF		107,728,180			
SHARES BENEFICIALLY		8	SHARED VOTING POWER			
OWNED BY						
EACH						
F	REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON		107,728,180			
	WITH	10	SHARED DISPOSITIVE POWER			
		10	SHARED DISI OSHTVE I OWER			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,728,180					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	60.60/					
1.4	60.6%	рорт	PNIC DEDCON (CEE INICTRICATIONIC)			
14	TYPE OF RE	PUKI	TING PERSON (SEE INSTRUCTIONS)			
	OO					
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1	NAMES OF F	REPOI	RTING PERSONS			
	Blackstone Holdings III L.P.					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) \square (b)) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5		ISCI (OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
3	CHECK IF D	ISCL	DSUKE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TIEMS 2(D) OR 2(E)			
6		P OR	PLACE OF ORGANIZATION			
	Quebec, Cana	da				
		7	SOLE VOTING POWER			
N	UMBER OF		107,732,396			
SHARES BENEFICIALLY		8	SHARED VOTING POWER			
OWNED BY						
EACH						
F	REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON		107,732,396			
	WITH	10	SHARED DISPOSITIVE POWER			
		10	SHARED DISI OSHTVE I OWER			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,732,396					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT OI	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	60.60/					
1.4	60.6%	DODE	PING DEDGOM (GEE DIGTRUGTIONG)			
14	TYPE OF RE	POKT	TING PERSON (SEE INSTRUCTIONS)			
	PN					
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NAMES OF REPORTING PERSONS							
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ☒ 3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) □ 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 SHARES SHARED VOTING POWER PERSON WITH 10,732,396 10 SHARED DISPOSITIVE POWER 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6%	1	NAMES OF I	REPO	RTING PERSONS			
(a)		Blackstone Holdings III GP L.P.					
3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) □ 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 8 SHARES SHARES SHARED VOTING POWER 0 107,732,396 10 SHARED DISPOSITIVE POWER PERSON WITH 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6%	2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
4 SOURCE OF FUNDS (SEE INSTRUCTIONS) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 8 SHARED SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,732,396 10 SHARED DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6%		(a) \square (b)) 🛛				
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OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 8 SHARED VOTING POWER 0 SHARED VOTING POWER 107,732,396 10 SHARED DISPOSITIVE POWER 107,732,396 10 SHARED DISPOSITIVE POWER 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6%							
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 8 SHARED VOTING POWER 9 SOLE DISPOSITIVE POWER PERSON WITH 107,732,396 10 SHARED DISPOSITIVE POWER 0 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6%	4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 8 SHARED VOTING POWER 9 SOLE DISPOSITIVE POWER PERSON WITH 107,732,396 10 SHARED DISPOSITIVE POWER 0 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6%		00					
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CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 107,732,188 8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,732,396 10 SHARED DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		П					
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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			7	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 107,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	N						
OWNED BY EACH REPORTING PERSON WITH 10,732,396 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	·-		8	SHARED VOTING POWER			
EACH REPORTING PERSON WITH 107,732,396 10 SHARED DISPOSITIVE POWER 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,732,396 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
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WITH 107,732,396	F	REPORTING	9	SOLE DISPOSITIVE POWER			
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60.6% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
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PN	14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)			
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1	NAMES OF F	REPOI	RTING PERSONS			
	Blackstone Holdings III GP Management L.L.C.					
2	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) (b)) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	IUMBER OF		107,732,396			
SHARES		8	SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY EACH			0			
г	EACH REPORTING	9	SOLE DISPOSITIVE POWER			
r	PERSON					
	WITH		107,732,396			
		10	SHARED DISPOSITIVE POWER			
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11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,732,396					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT OI	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	60.6%					
14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)			
	00					

1	1 NAMES OF REPORTING PERSONS					
	The Blackstone Group Inc.					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5		ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
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6		P OR	PLACE OF ORGANIZATION			
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	Delaware					
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		,	BOLL VOTING TOWER			
N	NUMBER OF		107,732,396			
	SHARES	8	SHARED VOTING POWER			
BE	ENEFICIALLY	٥	SHARED VOTING POWER			
(OWNED BY		0			
	EACH	0				
F	REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON		107 700 007			
	WITH	4.0	107,732,396			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,732,396					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	60.6%					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	CO					

1	NAMES OF REPORTING PERSONS					
	Blackstone Group Management L.L.C.					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) \square (b)) 🛛				
3	SEC USE ON	LY				
3						
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
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5		ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
,	JUMBER OF					
r	SHARES	8	107,732,396 SHARED VOTING POWER			
BE	ENEFICIALLY	8	SHARED VOTING POWER			
(OWNED BY		0			
F	EACH REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON		107 722 207			
	WITH	10	107,732,396 SHARED DISPOSITIVE POWER			
		10	SHARED DISTOSITIVE FOWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,732,396					
12						
12						
13	PERCENT OF	r CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	60.6%					
14						
	00					
	00					

1	1 NAMES OF REPORTING PERSONS					
	Stephen A. Schwarzman					
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
) 🛛				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	OS (SEE INSTRUCTIONS)			
	OO					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	United States					
		7	SOLE VOTING POWER			
N	NUMBER OF		107,732,396			
	SHARES	8	SHARED VOTING POWER			
	ENEFICIALLY					
(OWNED BY		0			
EACH		9	SOLE DISPOSITIVE POWER			
r	REPORTING PERSON					
	WITH		107,732,396			
	********	10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	107,732,396					
12	CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT OI	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	60.6%					
14						
	IN					

This Amendment No. 2 ("Amendment No. 2") to Schedule 13D relates to the Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Vivint Smart Home, Inc., a Delaware corporation (the "Issuer"), and amends and supplements the initial statement on Schedule 13D filed on January 27, 2020, as amended by Amendment No. 1 to Schedule 13D filed on February 28, 2020 (collectively, the "Schedule 13D"). Capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended by incorporating herein by reference the information set forth on the updated Schedule I attached hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

Pursuant to the terms of the Merger Agreement, certain Earnout Rights acquired by 313 Acquisition LLC in the Merger, subject to adjustments set forth in the Merger Agreement, were to vest if the volume-weighted average price of the Class A Common Stock exceeded \$15.00 for any 20 trading days within any 30 trading day period (the "\$15.00 Condition"). The \$15.00 condition described above was satisfied on March 11, 2020. Upon the satisfaction of the \$15.00 Condition, 313 Acquisition LLC received 9,542,680 shares of Class A Common Stock.

Item 5. Interest in Securities of the Issuer

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated as follows:

(a) and (b) Calculations of the percentage of the shares of Class A Common Stock beneficially owned assumes that there were 177,901,235 shares of Class A Common Stock outstanding, based on information provided by the transfer agent.

The aggregate number and percentage of the Class A Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

As of the date hereof, 313 Acquisition LLC directly holds 97,732,396 shares of Class A Common Stock, BCP Voyager Holdings LP directly holds 9,995,784 shares of Class A Common Stock, and Blackstone Family Investment Partnership VI L.P. directly holds 4,216 shares of Class A Common Stock.

313 Acquisition LLC is managed by a board of managers and Blackstone Capital Partners VI L.P., as managing member. Blackstone Management Associates VI L.L.C. is the general partner of each of Blackstone Capital Partners VI L.P. and BCP Voyager Holdings LP. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. BCP VI Side-by-Side GP L.L.C. is the general partner of Blackstone Family Investment Partnership VI L.P. Blackstone Holdings III L.P. is the managing member of BMA VI L.L.C. and the sole member of BCP VI Side-by-Side GP L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group Inc. The sole holder of the Class C common stock of The Blackstone Group Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Class A Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Class A Common Stock.

Any beneficial ownership of Class A Common Stock by any of the persons listed on <u>Schedule I</u> is set forth on <u>Schedule I</u> attached hereto.

(c) Except as set forth in this Schedule 13D, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any other person named in Schedule I, has effected any transaction in Class A Common Stock since the filing of Amendment No. 1 on February 28, 2020.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2020

313 ACQUISITION LLC

By: Blackstone Capital Partners VI L.P., its managing

By: Blackstone Management Associates VI L.L.C., its general partner

By: BMA VI L.L.C., its sole member

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BCP VOYAGER HOLDINGS LP

By: Blackstone Management Associates VI L.L.C., its general

partner

By: BMA VI L.L.C., its sole member

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI L.P.

By: BCP VI Side-by-Side GP L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BCP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE CAPITAL PARTNERS VI L.P.

By: Blackstone Management Associates VI L.L.C., its general

partner

By: BMA VI L.L.C., its sole member

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE MANAGEMENT ASSOCIATES VI

L.L.C.

By: BMA VI L.L.C., its sole member

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BMA VI L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P., its general partner By: Blackstone Holdings III GP Management L.L.C., its

general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP Management L.L.C., its

general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

THE BLACKSTONE GROUP INC.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

/s/ Stephen A. Schwarzman

Stephen A. Schwarzman

SCHEDULE I

Executive Officers and Directors of The Blackstone Group Inc.

The name and principal occupation of each director and executive officer of The Blackstone Group Inc. are set forth below. The address for each person listed below is c/o The Blackstone Group Inc., 345 Park Avenue, New York, New York 10154. All executive officers and directors listed are United States citizens other than The Honorable Brian Mulroney, who is a citizen of Canada, and Sir John Antony Hood, who is a citizen of New Zealand.

OFFICERS:

<u>Name</u>	Present Principal Occupation or Employment
Stephen A. Schwarzman	Founder, Chairman and Chief Executive Officer of The Blackstone Group Inc.
Jonathan D. Gray	President, Chief Operating Officer of The Blackstone Group Inc.
Hamilton E. James	Executive Vice Chairman of The Blackstone Group Inc.
Michael S. Chae	Chief Financial Officer of The Blackstone Group Inc.
John G. Finley	Chief Legal Officer of The Blackstone Group Inc.
Joan Solotar	Senior Managing Director — Head of Private Wealth Solutions and External Relations of The Blackstone Group Inc.

DIRECTORS:

Present Principal Occupation or Employment
Founder, Chairman and Chief Executive Officer of The Blackstone Group Inc.
President, Chief Operating Officer of The Blackstone Group Inc.
Executive Vice Chairman of The Blackstone Group Inc.
Former United States Senator from New Hampshire
Global Head of Private Equity at The Blackstone Group Inc.
Founder and Chief Executive Officer of Breyer Capital
President and Chief Executive Officer of the Robertson Foundation and Chair of the Rhodes Trust
Chairman Emeritus & Former Chief Executive Officer, Ogilvy & Mather Worldwide
Dean Emeritus, Harvard Business School

The Right Honorable Brian Senior Partner and International Business Consultant for the Montreal law firm, Norton Rose Canada LLP

Mulroney

William G. Parrett Retired CEO and Senior Partner, Deloitte (Deloitte Touche Tohmatsu)

Except as set forth in this Schedule 13D, to the best knowledge of the Reporting Persons, none of the individuals listed above beneficially owns any shares of Class A Common Stock.